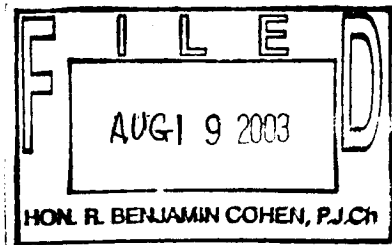


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PETER C. HARVEY,
ATTORNEY GENERAL OF NEW JERSEY
and FRANKLIN L. WIDMANN, Chief of the
New Jersey Bureau of Securities,

Plaintiffs,

v.

WELLESLEY SERVICES, LLC,
a New Jersey Limited Liability Company
f/k/a WS SURVIVOR, L.L.C.; et al.

Defendants.

SUPERIOR COURT OF
NEW JERSEY
CHANCERY DIVISION
ESSEX COUNTY
DOCKET NO. C-188-03

Civil Action

CONSENT ORDER

This matter having been presented to the Court on the application of Peter Harvey, Attorney General of New Jersey, and Franklin L. Widmann, Chief of the New Jersey Bureau of Securities ("Bureau"), (Priya Doraswamy, Deputy Attorney General, appearing), pursuant to N.J.S.A. 49:3-69(a), R. 4:52-1 and R. 4:67, and the Court having read the Verified Complaint, Certification of Rudolph Bassman, and Plaintiffs' Brief in Support of Application for Preliminary Injunctive and Ancillary Relief, and upon the consent of defendant Stephen Funk, through his counsel, and for good cause shown,

IT IS on this 19th day of August, 2003,

ORDERED:

1. Defendant Stephen Funk is preliminarily restrained and enjoined, pending further order of this court, from effecting or attempting to effect transactions in securities from, in or within New Jersey without being registered as an agent with the Bureau pursuant to N.J.S.A. 49:3-56(a);

2. Defendant Stephen Funk is preliminarily restrained and enjoined from future violations of the New Jersey Uniform Securities Law, N.J.S.A. 49:3-17 et seq.;

3. Defendant Stephen Funk consents to the appointment of a receiver pursuant to N.J.S.A. 49:3-69, to serve without bond, who may:

- i. immediately take into possession all of the assets of defendants Wellesley Services, LLC, Wellesley Energy, LLC, Wellesley Group, Inc., Consolidate Transport America, LLC, Windham Associates, Inc., Windham Investment Associates, Inc., SRM Associates, Inc., AKB Associates, Inc., Marcus Industries, Inc., Villas & Estate Properties, LLC, Estate Properties, LLC, European Properties, LLC, Townhouse Properties, LLC, Keith Moody (except to the extent prohibited by applicable bankruptcy law), Anthony Bianco, Thomas Giacomaro, Dorian

Hayes (except to the extent prohibited by applicable bankruptcy law), Katherine Capawana and Ross Capawana including, but not limited to, holdings and interests in all bank, brokerage, and trading accounts, and undertake all actions necessary or appropriate to maintain optimal value of these assets, including the liquidation of any such assets;

- (ii) review all the books and records of and pertaining to defendants Wellesley Services, LLC, Wellesley Energy, LLC, Wellesley Group, Inc., Consolidate Transport America, LLC, Windham Associates, Inc., Windham Investment Associates, Inc., SRM Associates, Inc., AKB Associates, Inc., Marcus Industries, Inc., Villas & Estate Properties, LLC, Estate Properties, LLC, European Properties, LLC, Townhouse Properties, LLC, Keith Moody, Anthony Bianco, Thomas Giacomaro, Dorian Hayes, Katherine Capawana and Ross Capawana and report to the Court within 90 days of this Order: (a) the identities of all investors and creditors of said defendants, past and present, and the status of their accounts; (b) the financial condition of said defendants, their successors, subsidiaries and affiliates; and

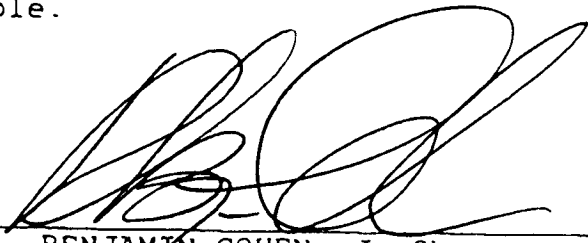
- (c) a preliminary plan to distribute the assets of said defendants to investors and creditors;
- (iii) determine the necessity of retaining professionals including, but not limited to, accountants and attorneys, to assist the receiver in fulfilling the responsibilities as ordered by the Court, and upon making a determination of necessity and obtaining plaintiffs' consent, make application to the Court for an order permitting the retention of such professionals by the receiver;
- (iv) be held harmless from and against any liabilities, including costs and expenses of defending claims, for which the receiver may become liable or incur by reason of any act or omission to act in the course of performing the receiver's duties, except upon a finding by this Court of gross negligence or willful failure of the receiver to comply with the terms of this or any other order of this Court, regardless of the time when such claims are filed;
- (v) be compensated out of the estate of defendants Wellesley Services, LLC, Wellesley Energy, LLC, Wellesley Group, Inc., Consolidate Transport America, LLC, Windham Associates, Inc., Windham Investment Associates, Inc., SRM Associates, Inc.,

AKB Associates, Inc., Marcus Industries, Inc., Villas & Estate Properties, LLC, Estate Properties, LLC, European Properties, LLC, Townhouse Properties, LLC, Keith Moody, Anthony Bianco, Thomas Giacomaro, Dorian Hayes, Katherine Capawana and Ross Capawana, their successors, subsidiaries and affiliates, and such other funds as the receiver may collect in this matter;

- (vi) be permitted to resign upon giving written notice to the Court and plaintiffs of the receiver's intention to resign, which resignation shall not become effective until appointment by the Court of a successor which shall be subject to plaintiffs' approval; and
- (vii) have the full statutory powers to perform the receiver's duties, including the powers delineated in N.J.S.A. 49:3-69 (c) and (d) and Title 14 of the New Jersey Statutes, Corporation, General, including, but not limited to, those set forth at N.J.S.A. 14A:14-1 et seq. insofar as the provisions thereof are applicable; and
- (viii) at any time be removed by the Court for cause and replaced by a successor with the approval of the Attorney General;

5. Defendant Stephen Funk shall, within five (5) business days from the date of filing of this order, turn over to the receiver, at said defendant's sole cost and expense, any and all books, records, and documents including those in electronic format, that relate in any way to the business and affairs of the defendants.

6. Plaintiffs shall be afforded such additional relief as the court may deem just and equitable.


R. BENJAMIN COHEN, J. Ch.

The entry of this order is approved and consented to:

PETER HARVEY
ATTORNEY GENERAL OF NEW JERSEY

By: Priya Doraswamy Date: 8/19/03
Priya Doraswamy
Deputy Attorney General

KIRKPATRICK & LOCKHART
Attorneys for Defendant Stephen Funk

By: Eric Tunis Date: 8/18/03
Eric Tunis, Esq.